

30 OMITTED (MOVED TO SC. 27A)

30

31 EXT. SODOR - RAILWAY SHEDS - NIGHT

31 *

Night time at the sheds. Big harvest moon above them.

Suddenly we see Diesel 10 sidling up towards them.

The sheds are subject to repairs, too. Scaffolding is swinging loose from a ladder at one end.

Next we see the spooky claw-like piece of equipment extending out from Diesel 10. It's heading for the scaffolding.

31A INT. SODOR - RAILWAY SHEDS - NIGHT

31A

Mr. C. is revealed curled up beside Thomas in a hammock swung between two stanchions. He also has a mug, a tin saying "hot chocolate", and a large bag of sugar.

MR. C.

Mmmmm... There's nothing like a
nice bedtime drink of hot chocolate.

Outside, the claw is preparing to hit the scaffolding.

Inside, Mr. C. spoons in some sugar.

MR. C. (cont'd)

Just a little sweeter, I think.

Outside is the evil grinning face of Diesel 10. There is a huge bang and the scaffolding comes crashing down.

DIESEL 10

You're not wanted here.

The other engines are all looking shocked and/or terrified.

MR. C.

Oh yes I am.

DIESEL 10

Let me make myself quite clear.

With that, Diesel 10's claw comes for the kill.

(CONTINUED)

31A CONTINUED:

31A

Instinctively, Mr. C. blows his whistle (he wears it, even at bedtime). As he finds it, he says:

MR. C.

You can't catch me, Diesel...

But nothing happens... he doesn't sparkle.

Diesel's evil grin grows wider.

DIESEL 10

Losing your sparkle, eh?... What perfect timing.

In the middle of a pending crisis, quick-thinking Mr. C. grabs the bag of sugar.

He holds it in front of Diesel 10 as if it were a cross before the Devil.

MR. C.

Sugar, Diesel -- if I throw this in your tank, it'll seize you up for good.

We can tell by the horrified look on Diesel 10's face that he knows Mr. C. is right.

He starts to back away. But not without a warning.

DIESEL 10

Make the most of tonight, Twinkle Toes, because you won't like tomorrow -- neither will that line of tin kettles.

And with that threat, Diesel 10 slides into the darkness.

Mr. C. pulls himself together and climbs back into his hammock. He washes his hands of Diesel. He's cool.

THOMAS

Mr. Conductor... but what happened to your sparkle?

MR. C.

(examining his whistle)

I don't know but I can't come and go without it, Thomas. I'll just have to sleep on it.

THOMAS

On your sparkle?

*

(CONTINUED)

31A CONTINUED: (2)

31A

MR. C.

No, Thomas -- on the problem of
-what's happened to it.

*
*

Thomas, still looking a little puzzled, closes his eyes.

MIX TO:

32 EXT./INT. SODOR - RAILWAY SHEDS - NIGHT

32

Outside, Diesel 10 snakes back. His claw picks up a nearby barrel marked "Engine Ash Only". The claw moves along until the barrel of ash is directly over Thomas. Through the broken roof, it starts to pour its contents into Thomas' funnel. Thomas is too fast asleep to notice.

CUT TO Mr. C. asleep. He's dreaming and murmuring.

MR. C.

Sparkle... gold dust... magic...
railroad... buffers...

Diesel hears the word "buffers" too.

*

The noise startles Percy, who wakes up in time to hear the word "buffers" too.

*

Mr. C. in his hammock, fast asleep and murmuring:

MR. C. (cont'd)

Gold dust... valley... family...

CUT TO:

32A EXT. SHINING TIME - MUFFLE MOUNTAIN [DREAM] - DAY
(FORMERLY SC. 41)

32A

Dream image of gold dust sparkling down on to a line of flowers *
at the top of the mountain, on a bush, the Bouquet tree, and
along the meadow.

This is accompanied by Mr. C. voice-over:

*

MR. C. (V.O.)

*

The family told me... as long as
there's a railroad, there will be
energy... as long as there is gold
dust... there will be harmony...
the family told me... we have made
sure that our railroad is safe...

(MORE)

(CONTINUED)

32A CONTINUED:

32A

MR. C. (V.O.) (cont'd)
-we have made sure that our gold
dust will last forever... you will
never have to worry...

Then there is a lightening flash and, as Mr. C speaks, we see
the gold dust is disappearing.

32B OMIT

32B

32C EXT. SHINING TIME SQUARE [DREAM] - DAY

32C

Stacy is standing, desolate, where the juggler used to be.
She calls out.

STACY
Mr. C! Mr. C! Why aren't you here?
Why couldn't you travel anymore to
the Island of Sodor...? Or back home
to us in Shining Time? The magic is
all gone.

*

We pan down to see "The Shining Times" blowing down the street.

32D INT. SODOR - RAILWAY SHEDS - NIGHT (FORMERLY SC. 42)

32D

Mr. C. wakes up very shocked.

MR. C.
What's going wrong with our railroad,
and why...? My universe is in danger --
I've got to find more gold dust --

CUT TO:

33 EXT. MUFFLE MTN - BURNETT'S WORKSHOP - NIGHT

33

Burnett's workshop on the mountain -- it is between the top
of the mountain and his house, nestled at the foot of it.
Its entrance is through an abandoned mine shaft.

STORYTELLER [LILY, ADULT] (V.O.)
Mr. Conductor had no way of knowing
that far away -- in a workshop on
Muffle Mountain -- Lily's Grandpa
Burnett Stone could help Mr.
Conductor... if only he could
remember how.

34 INT. MUFFLE MTN - GRANDPA'S WORKSHOP - NIGHT

34

As we go from outside this scene to inside, we see BURNETT STONE. He is upright, strong, good-looking, and we can tell that he would still have the capability of handling a train. But his face is etched with sadness and closed in.

*
*
*
*

He is studying a painting of an engine -- we will come to know her as LADY and he is working on the letters -- L.A.D.Y.

*

There is a glow in the corner of the workshop indicating the possibility of another presence just out of sight.

BURNETT
(looking at the
painting)

I know that if you can survive, so will this valley, but I'm sorry I don't seem to understand about magic anymore, and I seem to be losing my will to try -- my childhood seems so long ago.

As he speaks, we see:

DISSOLVE TO:

35 INT. MUFFLE MTN. - PLAYROOM [FLASHBACK] - DAY

35 *

A FLASHBACK of what he remembers as a child. Burnett as a little boy, in his playroom with toy trains and tools around him. We see the shadow of the tiny figure of previous MR. C.

*

PREVIOUS MR. C. (V.O.)
It's good you like trains, Burnett.
Our family has a little engine that lives in the mountain, and she travels on her own railroad which has wonderful energy because of her. She takes us on journeys to a magical island. We'll take you there, Burnett.

*

*

DISSOLVE TO:

36 INT. SH. TIME - MUFFLE MTN - BURNETT'S WORKSHOP - NIGHT

36 *

Burnett in his workshop, touching the painting lovingly.

*

MIX TO:

37 EXT. SODOR - COUNTRYSIDE [FLASHBACK] - DAY

37

Burnett (as a child) on the Island of Sodor - it is just as it is in his drawing as a child.

 PREVIOUS MR. C. (V.O.)
Now that I have shown you the land of talking trains, I have to leave this valley for a long time. Some day, one of us will return. But until then, I have chosen you to take care of our engine. Please guard her well Burnett Stone.

MIX TO:

37A INT. BURNETT'S WORKSHOP - [PRESENT] - NIGHT

37A

We are back in the present, inside Burnett's workshop, as he looks once more at the painting.

 BURNETT
 (with sorrow)
But I didn't guard you well.

*

Burnett leaves the shot and we stay on the painting of Lady, as the light fades out.

A38 EXT. BURNETT'S WORKSHOP - NIGHT - A BIG MOON

A38

Burnett leaves the workshop and starts walking down the mountain.

38 EXT. SHINING TIME - BURNETT'S HOUSE - GATE - NIGHT

38

As Burnett reaches his house, suddenly he is blinded by a bright light. It comes from the headlamps on Boomer's bike. Boomer is spying on him through the trees, and moves in to confront Burnett.

 BOOMER
 (in the darkness)
So, we meet again, Burnett Stone, -
aren't you surprised to see me?

*

*

 BURNETT
 (steadily and quietly)
Not really Boomer, I knew you'd
come back someday.

*

*

(CONTINUED)

38 CONTINUED:

38

BOOMER
-- (stepping into the
light)
Where's that engine?

BURNETT
I'll never tell you that --

BOOMER
Then I'll just have to level this
mountain. And why not - after all -
skyscrapers and parking lots make
money not magic. It's money that
makes you happy. Magic can make a
man unhappy - look what it's done
to you Burnett - who needs it -
not you not me.

*
*
*
*

Burnett continues to give Boomer a steady, defiant gaze. He
determinedly goes inside his house and shuts the door. Boomer
calls after him. He's frustrated that Burnett refuses to be
provoked.

*

BOOMER (cont'd)
I'll be back, Burnett Stone. I
found you -- now I'll find that
engine.

Boomer drives away on his motorbike.

CUT TO:

39 INT. SHINING TIME - BURNETT'S HOUSE - NIGHT

39

CLOSE UP: Burnett coming to his bookshelf. He takes down a
book and opens it - "The Romance of Railroading"

CUT TO:

39A EXT. TREES ABOVE BURNETT'S COTTAGE - NIGHT

39A

Boomer is creeping through the trees, gazing down at the
cottage -- stalking out his prey.

*

40 OMITTED
THRU
42

40
THRU
42

43 INT. BIG CITY - TRAIN STATION - DAY

43

SONG: "GIRL IN GREEN" (TBA)

It's daytime in a thick sea of moving knees and legs --
suddenly we see a glimpse of green amongst the grey and grit --
rushing people --and tumbling feet -- and there, in the middle
of it all, is Lily.

And there is Mutt -- in a hurry and on a mission. He is maneuvering his way amongst the crowd.

STORYTELLER [LILY, ADULT] (V.O.)
At the Big City Station, Mutt was searching everywhere for Lily amongst all the crowds. He sensed the threat to Mr. Conductor's universe, and that, she too could help overcome it. Lily was going to her Grandpa's house at Muffle Mountain, but Mutt needed her to come to Shining Time first. That's what his instinct told him.

*

Lily has a knapsack on her back. The bird is tucked in the top of it.

Everyone is jostling.

The inside of the station is filled with the sound of announcements.

STATION ANNOUNCER (V.O.)
The train for Muffle Mountain will depart from Track 3. Last stop, Muffle Mountain. The train for Shining Time will depart from Track 4.

Lily is dashing everywhere, looking for Track 3.

Then Mutt appears right in front of her -- he's picked the time.

It's now.

LILY
I don't suppose you know where Track 3 is, do you?

"Follow me" he seems to be urging.

His tail is wagging and he turns -- getting it across to her: "I know where I'm going".

Mutt's friendly face reassures Lily.

LILY (cont'd)
You do? Do you want me to follow you? Oh, why not!

*

And she decides to trust her instincts and follow Mutt.

44 INT. BIG CITY - TRAIN STATION - PLATFORM - DAY

44

Down onto the platform.

She doesn't look up but we do. She's on Track 4, not 3.

She hesitates for a split second, then --

She's up into the train and it's away. It is The Rainbow Sun.

We see Mutt leap into the last carriage at the back of the train.

CUT TO:

45 INT. RAINBOW SUN - COACH - DAY

45

Lily on the train with the Bluebird sitting on her lap.
Everyone is busy talking on cell phones and working on laptops.

LILY

(whispering)

So here we are on our way to Muffle Mountain, Bluebird... We've been there once before when I was really little, remember? But I wish that we were going to some place different, don't you...? There are so many places in the world to see... I'd like to go to the most magical one of all.

*
*
*

FADE TO:

46 EXT. SODOR - RAILWAY SHEDS - DAY

46

We hear a scratching sound and then we see a CLOSE-UP of Mr. C.

We pull back a little further to reveal a push brush. Mr. C. is holding it and scratching the nose of James, whose face is showing smug satisfaction. Mr. C. is clearly finding this task a struggle, and grows visibly weaker.

MR. C.

There, James -- tickle all gone?

James gives a happy "peep-peep".

(CONTINUED)

46 CONTINUED:

46

MR. C. (cont'd)
(giving a yawn)
Good -- now off to work please.

(CONTINUED)

46 CONTINUED: (2)

46

JAMES

(genuinely concerned)

Why are you so tired, Mr. Conductor?
Is it because I'm red? Diesel says
red is a really tiring colour.

MR. C.

(kindly)

No, James. It's not that at all...
red's really reliable. Now please
find Thomas and ask him to meet me
at the top of Rainbow Ridge. I
have to look for something important.
It's to do with getting my sparkle
back properly so that I can be really
reliable. Sir Topham Hatt needs me
and so does Shining Time.

*
*
*
*

JAMES

(eagerly)

I could take you, Mr. Conductor.

MR. C.

Thank you, but no -- if I travel in
an engine, Diesel is sure to suspect
I'm still having problems with my
sparkle -- off you go.

*

And James puffs away.

Mr. C. blows his whistle and sparkles out -- very slowly
indeed.

47 EXT. SODOR - RAINBOW RIDGE -- DAY

47

We see we are at the top of the ridge, but Mr. C. is not. We
hear noises of great struggle and exhaustion.

MR. C. (V.O.)

I'm supposed to sparkle in at the
top of the ridge... not at the
bottom.

Now we see him coming over the top of the ridge. Ahead we
see a surreal sight of a deserted wagon resting on top of the
ridge, framed by a rainbow that seems to disappear into an
old rain barrel. Mr. C. blows his whistle and tries to
sparkle, and nothing happens - As he finally reaches the top
he realizes this is the defining moment.

(CONTINUED)

47 CONTINUED:

47

MR. C. (cont'd)

That's it -- I have no more gold
dust.

*
*

(MORE)

(CONTINUED)

47 CONTINUED: (2)

47

MR. C. (cont'd)
If I can't find the source for making
more I know how bad the consequences,
will be -- I saw them in my dream
last night.

*

47A EXT. SHINING TIME - MUFFLE MOUNTAIN [DREAM] - NIGHT

47A

Flashcut to Mr. C.'s dream.

47B EXT. SODOR -[PRESENT] - DAY

47B

Back in the present time, Mr. C. looks up at the wagon.

MR. C.
(starting to climb)
My family never really told me what
to do in a gold dust crisis all
they ever told me was that I'd find
a clue on the rockface behind the
old wagon. Why didn't they tell me
any more than that -- I guess the
family wanted to protect the secret
of the source and have left it up
to me to put the rest of the clues
together. I have to reach that
wagon.

*
*
*

He starts climbing...

CUT TO:

48 EXT. SODOR - RAILWAY - DAY

48

Thomas swooshes past, wheel-to-wheel with BERTIE, who is travelling on a parallel road. Bertie is a red bus who likes to go fast, and believes, in a good-natured way, that he can give any engine a run for its wheels. James puffs by on the other line.

THOMAS
Morning Bertie, I'm sorry I can't
have a race with you today, I have
to be a really useful engine for
Mr. Conductor.

He gives a whistle but a very strange sound comes out.

(CONTINUED)

48 CONTINUED:

48

BERTIE

I say, Thomas, your whistle sounds
a bit wobbly.

THOMAS

Yes -- and it feels all stuffed-up,
too! Bye, Bertie. Bye James.

49 EXT. SODOR - RAINBOW RIDGE - DAY

49

Mr. Conductor is at the top of Rainbow Ridge. The sunlight
is falling on the rain barrel, and a rainbow appears over the
top of the ridge creating a flickering effect on the rock.
Suddenly we see that the flickering effect is actually writing.

MR. C.

That must be the clue to the source
of the gold dust - but what does it
say.

Mr. C. steps up onto the spokes of the wagon wheel to see
better the flickering writing scratched on the rock face. We *
see rocks shifting as Mr. C climbs into the wagon. *

MR. C. (cont'd)

"Stoke up the magic in the mountain
and the Lady will smile. Then watch
the swirls that spin so well.

The rainbow disappears and Mr. C. cannot see the writing
anymore either.

MR. C. (cont'd)

(frustrated)

Where's the writing gone?

Mr. C. turns to examine the rock again. He and we hear a loud,
incredibly shrill, wailing whistle. It's Thomas and it's
trouble. Shriek, shriek goes the whistle.

MR. C

... aah...

As he loses his balance, Mr. C. puts more weight on the wagon. *

The wagon tumbles down the side of the ridge with Mr. C inside *
it. *

49A EXT. SODOR - RAINBOW RIDGE - DAY

49A

Thomas is travelling along the line. He sees this -- shock --
horror. Suddenly there's no sign of Mr. C.--

*

(CONTINUED)

49A CONTINUED:

49A

-- just his hat, bump bump, down like the wagon -- and then silence. --

THOMAS

Oh, Mr. Conductor, my whistle suddenly went all funny. I didn't mean to frighten you. Oh, where are you -- I better go back and tell the other engines what's happened. Diesel is sure to be making some really scary plans right now.

There is no sound from Rainbow Ridge and no sign of Mr. Conductor.

49B EXT. SODOR - RAILWAY TERMINAL - DAY (FORMERLY SC. 50)

49B

Diesel 10 with his sidekicks Splatter and Dodge who are listening to him with glee. They're near a coal hopper

DIESEL 10

We don't like Twinkle Toes. We have to make sure that he can't get away and go home. Going home has got something to do with buffers -- I heard him talking in his sleep about buffers. So we'll destroy them and when the steam engines are destroyed too, we can build the buffers up again for ourselves. Now remember our motto: "They add, we subtract". Say it.

SPLATTER & DODGE

They add, we subtract... Er... Diesel?

DIESEL 10

Yes?

SPLATTER & DODGE

Subtract what?

DIESEL 10

(as if in pain)

Buffers, steam engines, Twinkle Toes... Destroy Splodge.

*

SPLATTER & DODGE

But we might hurt something or someone.

*

*

*

(CONTINUED)

49B CONTINUED:

49B

DIESEL 10

_Soooo...?

*

*

As Diesel 10 waves his claw around for emphasis, he accidentally hits the coal hopper which dips its load all over Splatter and Dodge.

(CONTINUED)

49B CONTINUED:

49B

SPLATTER & DODGE
(muffled behind the
coal)

Is this supposed to be here?

*
*

MIX TO:

49C EXT. SODOR - COUNTRYSIDE/RAIL LINES - DAY (FORMERLY SC. 58) 49C

Thomas is with Toby, Gordon and James.

GORDON

So what are we going to do now,
little Thomas? Mr. Conductor's
fallen off the wagon and it's all
your fault.

JAMES

(hysterically)

Diesel is going to destroy us. We
need help -- who's going to give it
to us?

TOBY

We'll help each other. That's what
the Sir Topham Hatt would expect.

GORDON

Pity he went away in the first place.

Thomas gives a huge sneeze.

JAMES

(more hysterical still)

Oh no... now Thomas is getting ill...
oh no...

TOBY

Be quiet James.

Thomas gives a whistle -- it's perfect.

THOMAS

Actually, I'm very well thank you
James... and now I have to find Mr.
Conductor again before Diesel does.

CUT TO:

49D EXT. SODOR - RIVERBANK - DAY

49D

We see a chunk of gravel being thrown towards the camera,
then we see one hand, then the other and a very weary MR. C.
clammers up behind them.

*
*
*

MR. C.

What happened -- where's Thomas?
... Clues -- clues to the source
of my gold dust -- I can remember
some writing, but what did it say...?
Mountain... smile... Baby... what
else -- curls... tin... bin... no,
that's not right... Now let me think.
There must be someone else in the
family who still has lots of gold
dust.

*

Then -- light bulb goes on -- he suddenly has an idea.

MR. C. (cont'd)

I have to find a bellflower. I
need to make a call.

A shaky Mr. C. starts searching amidst the undergrowth.

CUT TO:

50 OMITTED

50

51 EXT. SODOR - UNDERGROWTH - DAY

51

We hear Mr. C.'s voice.

MR. C.

Do you mind...? Please don't badger
me now.

*

Bang on cue we see Mr. Conductor -- and then -- yes, the
Badger, who -- fed up with being dumped on -- exits.

MR. C. (cont'd)

(Calling out to Badger)

Sorry, I just have to stay undercover
for a bit... thanks for the
hospitality... hullo, hullo...

*

(CONTINUED)

51 CONTINUED:

51

Mr. C. is shaking the telephone mouthpiece in frustration, as we all do-at times -- in his case, however, it's a bellflower.

MR. C. (cont'd)
Are you there?

We hear the sounds of real funky music -- echoes of Beach Boys but with a new spin -- it's the...

SONG - "SUMMER SUNDAE"

CUT TO:

52 EXT. SOMEWHERE IN THE WORLD - BEACH - DAY

52

A scene of beach perfection -- sand, sea, palm trees -- totally deserted -- well, not quite.

There's the ultimate beach bum -- the quintessential surfer waiting for the perfect wave... with one difference.

He's 18 inches tall, he's MR. C. JUNIOR -- cousin of Mr. C. Senior. And he's Scottish.

And where is he? *

Right where that tiny deck chair is with an umbrella beside it. Right where the snoring is triggering Junior to blow his whistle and sparkle in and out.

Right where that multi-coloured T-shirt and red bandanna is, with the neon sunglasses and the personal stereo set, and the automatic soft-drink maker within hands-reach, with the bright flashing buttons and instant choice of favourite flavour.

Have we spotted everything?

Oh, and a seashell to the left of him. This seems to be making gurgling noises.

Junior, aged about 20, gorgeous, every kid's idea of a perfect hero (or will be), vulnerable and right now, way, way too lazy, is enjoying another day of pure pleasure.

He sparkles a few times just for the fun of it.

(CONTINUED)

52 CONTINUED:

52

He fixes his favourite drink -- a summer sundae -- and casually pushes the seashell towards him.

CUT TO:

53 EXT. BEACH - DAY

53

The seashell -- now we can hear Mr. C. Senior.

INTERCUT WITH:

54 EXT. SODOR - UNDERGROWTH - DAY

54

MR. C.

Junior, Junior -- where are you?

Junior lies back down in his deck chair -- he needs to be cooler, much cooler.

JUNIOR

Hi cousin. I'm in paradise.

Junior takes another sip of his drink.

JUNIOR (cont'd)

I just got on Cloud 9 and here I am.

MR. C.

(cough, cough)

Well...

JUNIOR

What's the matter?

MR. C.

I've run out of gold dust and because of that I'm losing my energy too. The universe of The Conductor Family is in jeopardy. You've got to come to The Island of Sodor now.

*

*

JUNIOR

Now -- but I'm waiting for the perfect wave.

MR. C.

No, you're not, you're coming here.

JUNIOR

Okay -- how?

(CONTINUED)

54 CONTINUED:

54

MR. C.

--- (exasperated)
On our railroad, that's how -- you
know that. You have to help me
find the source of all our family's
gold dust.

JUNIOR

Yeah -- I've already used up most
of mine.

MR. C.

(wearing a "Can you
believe this?"
expression)

What!... Then go to Shining Time
Station first. And in my signal house --
in the box under the stairs in my
little emergency pouch -- you'll find
the very last supply. Please take
care of it, Junior. I don't know
where to find any more. And don't
talk to anyone about the buffers.

*
*

JUNIOR

Which buffers? What trouble? How
do I begin to help you?

MR. C.

By getting here quickly -- I'm
counting on you.

But the bellflower has wilted and Mr. C. is gone.

Junior takes a last sip of his drink, a last look at the rays
of the sun, and starts packing up.

MIX TO:

55 INT. RAINBOW SUN COACH (TRAV.) - MUFFLE MTN. STATION - DAY 55

Lily on the Rainbow Sun. The train is slowing down, but keeps
on going.

LILY

This must be Muffle Mountain
(beat)
but the train isn't stopping -- so
it can't be.

(CONTINUED)

55 CONTINUED:

55

The carriage is empty except for Lily. As the train continues through the station we see -- but Lily doesn't -- Burnett in a telephone booth on the platform.

(CONTINUED)

55 CONTINUED: (2)

55

It's an image reflected in her carriage window.

56 EXT. MUFFLE MTN. STN. PLATFORM - TELEPHONE BOOTH - DAY

56

The telephone booth and Burnett, in conversation. He is holding a train schedule.

*
*

BURNETT

Lily wasn't on the Muffle Mountain train and this one goes straight to Shining Time... Yes, Stacy... let me know if you see her -- I'd appreciate it.

As Burnett Stone walks down the platform we turn to find Boomer in the telephone booth examining the train schedule that Burnett has left there. Boomer smiles sardonically after the departing Burnett as he meticulously shreds the schedule, scattering its pieces across the platform.

*
*
*

57 EXT./INT. COUNTRYSIDE/RAINBOW SUN COACH (TRAV.) - DAY

57

The carriage is silent.

Lily looks out the window and sees a boy on a white horse racing the train. It's Patch.

She takes out a photograph and looks at it. It is of Burnett and Tasha at a school dance. Another boy (Boomer) is in the background.

LILY

(reflective, to
bluebird)

I like this picture. I remember Grandpa saying Grandma Tasha's dress was as green as the apples on a summer apple tree. But that other boy Grandpa said was really nasty. His name was Boomer.

Then Lily starts playing her harmonica to break the silence -- she picks up the rhythm of the train wheels -- she's really good... but... the silence still overwhelms her playing.

She's getting nervous.

(CONTINUED)

57 CONTINUED:

57

LILY (cont'd)
(murmuring to herself)
I want to go home, I miss Mom --
and I don't want a baby brother or
sister.

(MORE)

(CONTINUED)

57 CONTINUED: (2)

57

LILY (cont'd)
(she cuddles Bluebird)
But I'm glad I've got you, Bluebird -
it's very quiet isn't it. Do you
really think we know where this
journey is taking us?

FADE TO:

58 OMITTED

58

59 EXT. SODOR - LITTLE BUSH BY THE TRACK - DAY

59

Mr. Conductor -- curling up under a little bush by the track.

MR. C.
It'll all be alright when my cousin
gets here.
(visibly weak)
I'll just have a little rest and
then carry on to where Thomas can
find me.

At that moment Thomas is coming over the bridge.

THOMAS
I can't see Mr. Conductor anywhere.

But Mr. C. tries to rally a cry, but he is too weak to do so.

And Thomas puffs on...

MIX TO:

60 OMITTED

60 *

61 EXT. SHINING TIME - MUFFLE MOUNTAIN - DAY

61

We see Patch ride into sight. He is travelling round a mountain path. He and we hear the sound of digging and falling rock. Moments later, the horse rears up, very frightened.

*

PATCH

That's the stranger. I'd better
tell Billy!

Boomer drags the beautiful mountain bush out of the ground and hurls it down the mountainside.

Patch rides on, looking back once or twice, but his horse isn't happy until Boomer is out of sight.

62 EXT./INT. RAINBOW SUN COACH (TRAV.)/SH.TIME STATION- DAY 62

On The Rainbow Sun, Lily looks out the window -- the train is stopping now.

As she looks out the window, Lily sees the station sign.

(CONTINUED)

62 CONTINUED:

62

LILY
(completely bewildered)
Shining Time? What does that mean?

Mutt is now barking and pouncing all four paws on the platform.

LILY (cont'd)
Do you want me to get off here?

Mutt barks again -- more and more agitated -- so Lily does so. He's leading her along the platform. We see a twirling * hat and pull out to see a bored porter. Some litter is blowing * along the platform -- and around the sign for Shining Time. Billy is handing over the train to a railroad worker for cleaning.

CUT TO:

62A EXT. SHINING TIME STATION - PLATFORM - DAY

62A

Billy is passing the bouquet tree and notices something. He fingers its leaves. Then he hears Stacy's voice. She comes out onto the platform and hands him his map.

STACY
(worried)
Oh, Billy, here's your map. I found it lying on the platform. Be careful - I think that Boomer would like to have it.

Billy starts to examine the map and is then interrupted by Patch calling out to him as he rides up on his horse.

PATCH (V.O.)
Mr. Twofeathers. Mr. Twofeathers.

PAN TO:

63 EXT. SHINING TIME STATION - NEARBY MEADOW - DAY

63

Billy joins Patch in the meadow that lies next to Shining Time Station.

PATCH
(agitated)
Mr. Twofeathers, I've seen the stranger and he looks like he's trying to destroy the mountain. He frightened my horse.

(CONTINUED)

63 CONTINUED:

63

Patch has now tethered his horse to a tractor, left in the middle of the meadow.

BILLY

Thank you for telling me, Patch.
I'm sorry your horse was frightened.

PATCH

What's Boomer looking for, Mr.
Twofeathers? *

BILLY

He wants to settle an old fight
with Burnett Stone... I think it's
about an engine -- I think that's
what he's looking for -- He also
wants to make a ton of money without
a care for the damage he'll do in
the process. *

PATCH

(beat)

Could the engine have something to
do with the shadowy lines on your
map?

BILLY

Yes she could and she could have
something to do with why this has
always been such a peaceful homeland.

Then Billy looks out over the meadow.

Everywhere is still. It's late afternoon. The meadow is
drenched with light.

Although it's filled with flowers and grasses, if you look as
Patch looks, there are two almost imperceptible thin straight
lines where no flowers are growing.

PATCH

Mr. Twofeathers -- why are no flowers
growing in the middle of this meadow?
I've never noticed that before.

BILLY

If we knew the answer to that
question, Patch, we'd be able to
understand the mystery of this
valley.

(CONTINUED)

63 CONTINUED: (2)

63

A gentle wind is blowing the grasses backwards and forwards, giving a shimmering effect to the lines where no flowers grow. It reminds us of the effect in the sky that Lily noticed in the Big City.

PATCH

Those lines almost look like the lines on your map, but maybe it's just the light playing tricks.

BILLY

Maybe...

We look again across the meadow -- and a cold wind drifts through the grasses.

Our eyes -- like Billy's -- discover Boomer, who is gazing back across the meadow. It's a threatening sight.

BILLY (cont'd)

But Patch, this valley is suffering and a way has to be found to make it better again. Otherwise Boomer will make a bad situation worse -- he likes to exploit the vulnerable.

We take in too, the crossroads where, at the beginning of our story, there had been families and cars. Now there are individuals, and two cars that do not stop for each other -- symbolically, a sense of community seems to be vanishing. The sign on the ice cream car is swinging with no one there. There's no juggler-- just his 'bats', and when Billy looks across the meadow again, Boomer is gone. *

Billy shivers and goes towards the station as Patch rides away...

64 OMITTED

64

65 INT. SHINING TIME STATION - DAY

65

Lily is now inside Shining Time Station. She is looking around confused, and then sits down in bewilderment with Mutt beside her.

LILY

What is this place -- where is everyone?

(MORE)

(CONTINUED)

65 CONTINUED:

65

LILY (cont'd)
(to Mutt)
-What have you brought me here for?

Before Mutt can respond, the silence is broken by a bunch of noises and remarks. They seem to be coming from the mural. Suddenly a light goes on in the signal house window.

Lily is clearly pleased with her situation -- it's all noisy again! *

It's Mr. C. Junior, responding to the call and arriving for duty. We hear him before we see him. Lily goes up to the mural and starts investigating it.

JUNIOR (V.O.)
I do not want to do this... I don't
know how to do this... Who does cuz
think I am, Houdini...?

Then there is a big sparkle. Lily jumps back and Junior appears right in front of the little red-painted door, coughing and brushing gold dust off his clothes. Mutt goes up to greet Junior.

JUNIOR (cont'd)
Oh man, this is too much -- got to
get more gold dust, got to get to
the Island...

He is looking adorably dishevelled in his conductor's uniform sans hat, but with a nifty bandanna around his neck.

He sees Lily.

JUNIOR (cont'd)
Hi -- who are you?

LILY
(taking this in her
stride)
I'm Lily. Who are you?

JUNIOR
C. Junior. Did I drop some
sunglasses as I came in?

Lily shrugs "I don't know".

Junior is trying to turn the knob in the little red door. Nothing happens.

(CONTINUED)

65 CONTINUED: (2)

65

LILY
Here -- try this.

She tries to open the door with the side of her ticket.

LILY (cont'd)
I'm always losing my key at home.

She can't get the little red door to open, either.

LILY (cont'd)
It usually works.

JUNIOR
Well, I might as well use up more
of this stuff. See you, Lily.

He sparkles out, and as he does so, some gold dust falls on
the ledge. *

Lily is peering through the little painted window and then
spots the gold dust. *

LILY
(to herself)
But, what is this stuff? *

Stacy interrupts her just as Billy is coming out of his
workshop. *

STACY
Are you... Lily? *

Startled, Lily turns and nods. Stacy is clearly relieved. *

STACY (cont'd)
Oh, your Grandpa's very upset. You
got the wrong train. I'd better
take you back to Muffle Mountain.
Billy - the trains are all late
today. I've had to redo the
schedule. There seem to have been
so many problems since Mr.C. left. *

Mutt comes bounding across the station to greet Billy. *

LILY
(pointing to Mutt)
Is this where he lives? He came
all the way from the city with me --
he's the reason I'm here. I followed
him onto the wrong train.

(CONTINUED)

65 CONTINUED: (3)

65

STACY

Billy -- this is Burnett Stone's
-grand-daughter.

Billy is mentally putting the pieces together.

BILLY

Howdy --

(MORE)

(CONTINUED)

65 CONTINUED: (3)

65

BILLY (cont'd)
(then, to Mutt)
-So what's this all about, Mutt?

Crash -- the noise comes from the other side of the painting.

LILY
(excited)
That's Junior -- the little man who
lives in the wall.
(then realizes)
I mean...

BILLY/STACY
Junior! What's he doing here?

Lily looks longingly at the window again. She taps on it,
gives a little wave, and then follows Stacy out.

LILY
What does Shining Time mean?

STACY
It's an old railroad expression.
Shining Time is when the train starts
and the wheels spin. It's the
beginning of a journey.

LILY
Stacy -- I don't think I did get
the wrong train. I think I got the
right one, and I think I'm beginning
to find out why.

As they exit the station a mother is collecting her little
girl, who gives the baby her mother is holding a little kiss.
This registers with Lily, who turns her head a second time to
look at them before exiting.

CUT TO:

66 INT. SHINING TIME STATION - MURAL - DUSK

66

There is a loud crash from behind the door on the mural. This
brings Mutt to the mural. *

JUNIOR (V.O.)
(muffled, from behind
the painting)
What's that doing there?Hmmm,
nice bed.

(MORE)

(CONTINUED)

66 CONTINUED:

66

JUNIOR (V.O.) (cont'd)
Now before I tackle the big job of
helping my cuz, I'll have a little
rest and then I'll be all ready for
action.

The lights go out and there is a loud snore. Mutt yawns - he
just can't help himself and we. . .

MIX TO:

67 EXT. SODOR - DUSK

67

Mr. Conductor is anxiously hunting for his watch. He can't
find it, so he checks the time by blowing on a dandelion.
Such an easy task causes him some trouble.

MR. C.
(even more alarmed, and
determinedly moving on)
Dinner time... Where's my cousin
got to...? Who else can possibly
help me now?

A68 EXT. STACY'S CAR - PASSBY - STONE BRIDGE

A68*

68 INT. STACY'S CAR - NEAR CROSSROADS - TRAVELLING - DUSK

68

The top of Lily's hair blowing in the wind as she drives along
with Stacy. They are following a road that runs towards a
lake with Muffle Mountain in the distance.

Lily is showing Stacy one of her photographs.

LILY
Stacy -- did you know my Grandma?

STACY
My mother did... She was a wonderful
dancer, and Billy says that Burnett
was once the finest railroad engineer
in the valley. I wish...

But Lily interrupts her.

LILY
There's Grandpa -- who's that arguing
with him?

(CONTINUED)